

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DONALD HEIMSTAEDT and TODD KORTE,

Civil Action No.: 07 CIV 9389 (JSR)

Plaintiffs,

REPLY AFFIDAVIT OF
ERIC BERKOWITZ

~~-against-~~

PREM.AIR NEW YORK, LLC, PREM.AIR GROUP
OF NEW YORK, LLC, PREM.AIR GROUP, LLC,
MCQUAY NEW YORK, LLC, GEORGE KOUTSSOS,
ERIC BERKOWITZ, MCQUAY NEW YORK PROFIT
SHARING PLAN, and XYZ TRUSTEES OF THE
MCQUAY NEW YORK, LLC 401(k) PROFIT
SHARING PLAN,

Defendants.

ERIC BERKOWITZ, being duly sworn, deposes and says that:

1. I am a defendant in this action in my individual capacity, and I am a former managing member and officer of defendant Prem.Air Group of New York LLC f/k/a McQuay New York LLC. I left Prem.Air Group of New York LLC on July 1, 2007, transferring all of my ownership interest and resigning all of my positions.

2. I have no knowledge of Prem.Air Group LLC. I have never been an owner, managing member, officer or director of Prem.Air Group LLC. I have never received any payment or compensation from Prem.Air Group LLC.

3. I have no knowledge of any entity known as Prem.Air New York LLC, and I have never held any position with this entity, or received any payment or any thing of value from this entity.

4. During the time that I was a managing member of Prem.Air Group of New York LLC, I know of no transactions or any business conducted between Prem.Air Group of New York LLC, and either Prem.Air Group LLC or Prem. Air New York LLC.

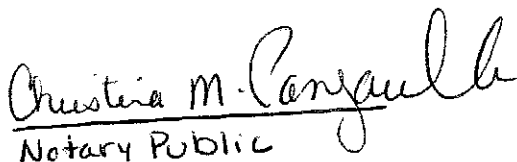
5. I have also reviewed the affidavits of plaintiffs Donald Heimstaedt and Todd Korte in connection with their opposition to our motion.

6. I note that a plain and simple reading of their affidavits reveals that they make no allegations whatsoever against me in connection with their attempt to add a cause of action to pierce the corporate veil.

7. Accordingly, for the reasons set forth in the accompanying affidavits and memorandum of law, and in the original motion to dismiss, the defendants' motion to dismiss the various counts of the First Amended Complaint, as set forth in the Notice of Motion to Dismiss dated February 21, 2008, should be granted in its entirety.

Sworn to this
12th day of March, 2008


Eric Berkowitz


Christina M. Panzarella
Notary Public

CHRISTINA M. PANZARELLA
Notary Public, State of New York
No. 02PA6047929
Qualified In Nassau County
Commission Expires Sept. 18, 2010